

Exhibit C

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AMYRIS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 23-11131 (TMH)

(Jointly Administered)

Ref. Docket No.

**ORDER UNDER 327(e) OF THE BANKRUPTCY CODE AUTHORIZING THE
EMPLOYMENT AND RETENTION OF SHEARMAN & STERLING LLP AS SPECIAL
COUNSEL FOR THE DEBTORS EFFECTIVE AS OF THE PETITION DATE**

Upon the application (the “Application”)² of the above-captioned debtors and debtors in possession (the “Debtors”) seeking authorization to retain and employ Shearman & Sterling LLP (“Shearman & Sterling”) as special counsel in these Chapter 11 Cases; and upon the declaration of Michael S. Dorf in support of the Application (the “Dorf Declaration”) and the *Statement Under Rule 2016 of the Federal Rules of Bankruptcy Procedure and Section 329 of the Bankruptcy Code* (the “Statement”) that were submitted concurrently with the Application; and the Court being satisfied based on the representations made in the Application, the Dorf Declaration, and the Statement that Shearman & Sterling neither represents nor holds any interest adverse to the Debtors or to the estates with respect to the matters on which Shearman & Sterling is to be employed, and that the employment of Shearman & Sterling as special counsel to the Debtors is necessary and in the best interests of the Debtors and their estates; and the United States District Court for the District of Delaware having jurisdiction over this matter pursuant to 28 U.S.C. §

¹ A complete list of each of the Debtors in these Chapter 11 Cases may be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://cases.stretto.com/Amyris>. The location of Debtor Amyris Inc.’s principal place of business and the Debtors’ service address in these Chapter 11 Cases is 5885 Hollis Street, Suite 100, Emeryville, CA 94608.

² All capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

1334, which was referred to this Court under 28 U.S.C. § 157 pursuant to the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that the Court may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that due notice of the Application has been given and no further notice need be given; and upon the proceedings before the Court; and after due deliberation and good and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED.
2. Pursuant to sections 327(e) and 328(a) of the Bankruptcy Code, the Debtors are authorized to retain and employ Shearman & Sterling LLP as special counsel in these Chapter 11 Cases, effective as of the Petition Date, pursuant to the terms set forth in the Application.
3. Shearman & Sterling shall be compensated for legal services rendered to the Debtors and reasonable expenses incurred in connection therewith in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other orders of this Court.
4. Shearman & Sterling shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' Chapter 11 Cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of this Court. Shearman & Sterling also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Appendix B*—

Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013, both in connection with this Application and the interim and final fee applications to be filed by Shearman & Sterling in these Chapter 11 Cases.

5. The Debtors are authorized and empowered to take such actions and to execute such documents as may be necessary to implement the relief granted by this Order.

6. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.